

EXHIBIT 12

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UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA

IN RE TEZOS SECURITIES LITIGATION

This document relates to:

ALL ACTIONS.

Master File No. 17-cv-06779-RS

CLASS ACTION

**DECLARATION OF ARTIOM FRUNZE
IN SUPPORT OF: (1) LEAD
PLAINTIFF'S MOTION FOR FINAL
APPROVAL OF CLASS ACTION
SETTLEMENT AND PLAN OF
ALLOCATION; AND (2) LEAD
COUNSEL'S MOTION FOR AN AWARD
OF ATTORNEYS' FEES AND
REIMBURSEMENT OF LITIGATION
EXPENSES**

Date: August 27, 2020
Time: 1:30 p.m.
Courtroom: 3, 17th floor
Judge: Hon. Richard Seeborg

1 I, Artiom Frunze, declare as follows:

2 1. I am a named plaintiff and putative class representative in the above-captioned
3 securities class action (the “Action”).¹

4 2. I am aware of and understand the requirements and responsibilities of a
5 representative plaintiff in a securities class action, including those set forth in the Private
6 Securities Litigation Reform Act of 1995 (“PSLRA”), 15 U.S.C. §§ 78u-4; 77z-1. I have
7 personal knowledge of the matters set forth in this declaration, as I have been directly involved
8 in monitoring and overseeing the prosecution of the Action, as well as the negotiations leading
9 to the Settlement, and I could and would testify competently to these matters.

10 **I PLAINTIFF FRUNZE’S OVERSIGHT OF THE LITIGATION**

11 3. The initial complaint in this Action was filed on November 26, 2017. ECF No. 1.
12 On January 7, 2019, I joined the original Lead Plaintiff as an additional named plaintiff in the
13 Consolidated Complaint filed in this Action. Dkt No. 186. I was also proposed as a class
14 representative in Plaintiffs’ motion for class certification. Dkt No 193. I engaged in extensive
15 preparation and discovery for that role.

16 4. In fulfillment of my responsibilities on behalf of all class members in this
17 Action, I have worked closely with Co-Lead Counsel, Hung G. Ta, Esq., PLLC (“HGT Law”)
18 regarding all aspects of the litigation and resolution of this Action.

19 5. Throughout the litigation, I received periodic status reports from HGT Law on
20 case developments and participated in regular discussions concerning the prosecution of the
21 Action, the strengths and risks to the claims, and potential settlement. In particular, throughout
22 the course of this Action, I: (a) reviewed the Consolidated Complaint, other key Court filings
23 and all other relevant documents; (b) stayed apprised of developments of the case and made
24 myself available to HGT Law; (c) provided HGT Law with extensive information and materials
25 regarding my investments; (d) conferred with HGT Law throughout the litigation; (e) provided
26 documents and responses to interrogatories and requests for admission served by Defendants

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28 ¹ Unless otherwise indicated, capitalized terms shall have the meaning ascribed to them in the Stipulation and in Lead Plaintiff’s Notice of Motion, Motion for Preliminary Approval of Settlement, and Memorandum of Points and Authorities in Support Thereof. ECF No. 246.

1 during the discovery process; (f) prepared for and sat for a whole day deposition, including
2 making two trips from overseas to San Francisco, and preparing for my deposition on two
3 separate days; (g) consulted with my attorneys regarding settlement negotiations; and (h)
4 evaluated and approved the proposed Settlement.

5 **II. APPROVAL OF THE SETTLEMENT**

6 6. Through my active participation, I was kept informed of the progress of the
7 settlement negotiations in this litigation. Both before and after the mediation conducted by Hon.
8 Layn Phillips, I conferred with my attorneys regarding the parties' respective positions.

9 7. Based on my involvement throughout the prosecution and resolution of the
10 claims asserted in the Action and the advice of my counsel, I believe that the Settlement
11 provides an excellent recovery for the Settlement Class, particularly in light of the risks of
12 continued litigation. Thus, I believe that the proposed Settlement is fair, reasonable, and
13 adequate to the Settlement Class and I strongly endorse approval of the Settlement by the Court.

14 8. I believe that the request for an award of attorneys' fees in the amount of one-
15 third of the Settlement Fund is fair and reasonable in light of the work performed by counsel on
16 behalf of the Settlement Class. I have evaluated this fee request by considering the work
17 performed, the recovery obtained for the Settlement Class, and the risks of the Action, and have
18 authorized this fee request for the Court's ultimate determination.

19 9. I further believe that the litigation expenses being requested for reimbursement
20 to counsel are reasonable, and represent costs and expenses necessary for the prosecution and
21 resolution of the claims in the Action. Based on the foregoing, and consistent with my
22 obligation to the Settlement Class to obtain the best result at the most efficient cost, I fully
23 support the motion for an award of attorneys' fees and reimbursement of litigation expenses.

24 10. I devoted significant time to the representation of the Settlement Class in this
25 Action, which was time that I otherwise would have spent at my job or engaged on other
26 activities and, thus, represented a cost to me. I devoted at least 125 hours in the litigation-related
27 activities described above, including reviewing pleadings and motions; meeting with my
28 attorneys and other plaintiffs in person and telephonically; responding to multiple rounds of

1 document demands, interrogatories and requests for admissions; searching for and reviewing
2 documents; and traveling from overseas (twice) to prepare for and sit for my deposition.

3 I declare under penalty of perjury of the laws of the United States of America that the
4 foregoing is true and correct to the best of my knowledge.

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6 Executed on 26th July at 18:00 (PDT).

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10 Artiom Frunze
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